FORM D

RECEIVED MAR 1 0 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number:

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Expires:

May 31, 2002

Estimated average burden

hours per response.....16.00



Name of Offering (check if this is an amendment and name has changed, and indicate cl	nange.) 06027480
Lucas Energy Total Return Partners, LP	
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 [Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer ([] check if this is an amendment and name has changed, and indicate of	hange.)
Lucas Energy Total Return Partners, LP	· · · · · · · · · · · · · · · · · · ·
Address of Executive Offices (Number and Street, City, State, Zip Code) Te	elephone Number (including Area Code)
c/o Lucas Energy, LLC (7	32) 758-1004
328 Newman Springs Road, Red Bank, New Jersey 07701	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Te	elephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	1/ BRACESSE
Limited Partnership engaged in seeking capital appreciation through investment.	
Type of Business Organization	lease specify). MAR 2 0 2005
	lease specify):
☐ business trust ☐ limited partnership, to be formed	lease specify):
MONTH YEAR	FINANCIAL
Actual or Estimated Date of Incorporation or Organization: The content of the	ctual 🔲 Estimated
Jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbreviat	
CN for Canada; FN for other foreign jurisdiction	<u> </u>
General Instructions	
Federal:	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filling must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
 - Each general and managing partnership of partnership issuers.

011.5						5 7.0
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	∐ Execu	ive Officer	☐ Director	General and/or Managing Partner
Lucas Energy, LLC					·	
Full Name (Last name first, it	findividual)					
328 Newman Springs Ro		Red Bar		NJ	07701	
Business or Residence Addr	ess (Number	and Street, City, State, Zip	Code)			
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	⊠ Execut	ive Officer	Director	General and/or Managing Partner
George Lucas, Jr						
Full Name (Last name first, if	findividual)					T
c/o Lucas Energy, LLC	328 New	man Springs Road	Re	d Bank	NJ	07701
Business or Residence Addr		and Street, City, State, Zip				
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	⊠ Execu	tive Officer	Director	☐ General and/or
						Managing Partner
Russell Lucas	Ethalistak vall	- 11 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -				
Full Name (Last name first, it	individual)					
c/o Lucas Energy, LLC		man Springs Road		d Bank	NJ	07701
Business or Residence Addr	ess (Number	and Street, City, State, Zip (Code)			
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner		tive Officer	Director	☐ General and/or
Draft Florer						Managing Partner
Brett Flynn Full Name (Last name first, if	Eindividual)					
Tan Hamo (Last hamo mot, n						
c/o Lucas Energy, LLC		man Springs Road		d Bank	NJ	07701
Business or Residence Addr	ess (Number	and Street, City, State, Zip	Code)			· ·
						0
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Execu	utive Officer	Director	☐ General and/or
						Managing Partner
Full Name (Last name first, if	individual)					
(,					
Business or Residence Addr	ess (Number	and Street, City, State, Zip	Code)			
Dasiness of Residence Addi	ess (Number	and Otreet, Oity, State, 2ip	oue;			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	∐ Exect	utive Officer	☐ Director	
						managing Cardier
Full Name (Last name first, if	individual)					
Business or Residence Addr	ess (Number	and Street, City, State, Zip	Code)			
	•	•••••	•			
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMA	ATION ABOUT OFFERING							
1. Has the issuer sold, or does the issuer intend to sell, to nor Answer also in Appendix	n-accredited investors in this , Column 2, if filing under Ul		Yes No ⊠ □					
2. What is the minimum investment that will be accepted from any individual?								
 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has a commission or similar remuneration for solicitation of purcle 	Yes No ⊠ □							
offering. If a person to be listed is an associated person of and/or with a state or states, list the name of the broker or	dealer. If more than five (5	b) persons to be listed are						
associated persons of such a broker or dealer, you may se Full Name (Last name first, if individual)	et forur the information for th	at broker or dealer only.						
Mishkin, Nancy			:					
Business or Residence Address (Number and Street, City, St	ate, Zip Code)							
630 Fifth Avenue, Suite 4442	New York	New York	10111					
Name of Associated Broker or Dealer			i					
Jesup & Lamont Securities Corp. States in Which Person Listed Has Solicited or Intends to Soli	icit Purchasers		·					
(Check "All States" or check individual States)	[CT] [DE] [DC]		☐ All States [HI] ☐ [ID] ☐					
[IL]	[ME] [MD] [MA] [NY] [NC] [ND]		[MŠ]					
[RI] [SC] [SD] [TN] [TX] [UT] Full Name (Last name first, if individual)	[VT] [VA] [WA]		[WY] [PR] [
Henzelman, Carl			;					
Business or Residence Address (Number and Street, City, St.	ate, Zip Code)							
111 Broadway, 12 th Floor New York New York								
Name of Associated Broker or Dealer								
	NOW FOIR	New YORK	10006					
Name of Associated Broker or Dealer Axiom SGI		New TOIK	10000					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited		New TOIR						
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	cit Purchasers	[FI] [GA]	☐ All States					
Name of Associated Broker or Dealer Axiom \$GI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	cit Purchasers [CT]	[FI]	☐ All States [HI] ☐ [ID] ☐ [MS] ☐ [MO] ☐ [OR] ☐ [PA] ☒					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited or Intends to Solicited in Which Person Listed Has Solicited in University (Check "All States" or check individual States) [AL] [AR] [AR] [AR] [AR] [AR] [AR] [AR] [AR	cit Purchasers [CT]	[FI]	☐ All States [Hi] ☐ [ID] ☐ [MS] ☐ [MO] ☐					
Name of Associated Broker or Dealer Axiom \$GI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	cit Purchasers [CT]	[FI]	☐ All States [HI] ☐ [ID] ☐ [MS] ☐ [MO] ☐ [OR] ☐ [PA] ☒					
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Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	icit Purchasers [CT]	[FI]	☐ All States [HI] ☐ [ID] ☐ [MS] ☐ [MO] ☐ [OR] ☐ [PA] ☒ [WY] ☐ [PR] ☐					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	icit Purchasers [CT]	[FI]	☐ All States [Hi] ☐ [ID] ☐ [MS] ☐ [MO] ☐ [OR] ☐ [PA] ☒ [WY] ☐ [PR] ☐					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	[CT] DE] DC] [ME] DE] DC] [ME] DE] DE] DC] [MA] [NY] DE] DE] DE] [VA] State, Zip Code) New York [CT] DE] DE] DC]	[Fi] [GA]	All States Hi]					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	Cit Purchasers	[FI] [GA]	All States					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	Cit Purchasers [CT]	[FI] [GA]	All States					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	Cit Purchasers	[FI] [GA]	All States					
Name of Associated Broker or Dealer Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States) [AL]	Cit Purchasers	[FI] [GA]	All States					
Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States)	Cit Purchasers	[FI] [GA]	All States					
Axiom SGI States in Which Person Listed Has Solicited or Intends to Solicited (Check "All States" or check individual States)	(cit Purchasers (CT)	[Fi] [GA]	All States					

Statesin	Which Pe	rson Listed	l Has Solic	ited or Inte	nds to Soli	cit Purchas	ers					
_	(Check "A	IJ States" o	r check ind	lividual Sta	tes)					🔲 All S	tates	
[AL] 🔲	[AK] 🔲	[AZ] 🗌	[AR] 🔲	[CA] 🗌	[CO] 🗌	[CT] 🛛	[DE]	[DC] [FI] [] [GA] []	[HI] 🔲	[ID] [
[IL]	[IN] 🔲	[IA] 🔲	[KS]	[KY] 🔲	[LA] 🔲	[ME] 🔲	[MD]	[MA] [[MI] [] [MN] [[MS] 🗌	[MO] [
[MT] 🔲	(NE)	[N∨] □	[NH] 🔲	[NJ] 🔲	[NM] 🔲	[NY]	[NC]	[ND] [[OH]] [OK] []	[OR] 🔲	[PA] [
[RI] 🗌	(SC) 🗌	[SD] 🔲	[TN]	\Box	[UT] 🔲	[VT]	[VA]	[WA] 🗌 [WV] [] [WI] [[WY] 🔲	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

. C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	OF PROCEEDS	
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$200,000,000	\$ <u>178,835,453</u>
Other (Specify)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>200,000,000</u>	\$ <u>178,835,453</u>
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>92</u>	\$ <u>178,835,453</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filing under Rule 504 only)	N/A	<u>N/A</u>
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		÷
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	<u>N/A</u>
Regulation A	<u>N/A</u>	N/A
Rule 504	<u>N/A</u>	N/A
Total	N/A	N/A
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees.		\$ <u>0</u>
Printing and Engraving Costs	🖂	\$ <u>2,000</u>
Legal Fees	🖂	\$20,000
Accounting Fees		\$30,000
Engineering Fees		\$ <u>0</u>
Sales Commissions (specify finders' fees separately)		\$ <u>0</u>
Other Expenses (identify) Various blue sky filing fees		\$ <u>5,000</u>
Total	⊠	\$ <u>57,000</u>

1	b. Enter the difference between the aggregate offering price given in response to Part C-Qu tion 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$ <u>199,943</u>	.000
f	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be use for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate a check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above.	and	Payments to Officers, Directors, &	Payme	ents To
	Coloring and food (Con Evkibit A approved basets)		Affiliates	Oth	ers
	Salaries and fees (See Exhibit A annexed hereto)			□ \$ <u></u>	
	Purchase of real estate	□ \$_		□ \$	
	Purchase, rental or leasing and installation of machinery and equipment	□ \$_	<u></u>	\$	
	Construction or leasing of plant buildings and facilities	□ \$_		\$	
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$		□ \$	
	•	_			
	Repayment of indebtedness	∟ \$_		□ \$	
	Working capital	□ \$ __		⊠ \$ <u>199.</u>	943,000
	Other (specify):	□ \$_		□ \$	
	····	□ \$_		□ \$	
	Column Totals	□ \$_		\$	
	Total Payments Listed (column totals added)		⊠ \$ <u>199,943</u>	.000	
	D. FEDERAL SIGNATURE				
ollo	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and uest of its staff, the information furnished by the issuer to any non-accredited investor pursua	Exchain Exchain	nge Commissio	n, upon wr	itten
SSL	uer (Print or Type)	ite			
uc	eas Energy Total Return Partners, LP	Mar.	2 2006		
	ne of Signer (Print or Type) Title of Signer (Print or Type)	11.00	8, ACC		
)	ssell Lucas Managing Member of Lucas Energy, LLC the	Canara	l Bortnor of lo		
us	Ssell Lucas Managing Member of Lucas Energy, LLC the	Sellera	raither of is:	suer	
	ATTENTION				
	ALICININA				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

			URE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any disqualification provision of such rule?	ns Yes	No ⊠	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

	A	
Issuer (Print or Type)	Signature	Date
(, , , , , , , , , , , , , , , , , , ,		
Lucas Energy Total Return Partners, LP	Y Muse	Mar. 8 2006
Name of Signer (Print or Type)	Title (Print or Type)	
Russell Lucas	Managing Member of Lucas Energy, LLC	the General Partner of Issuer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-ad investors (Part B	to sell credited in State	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ification ate ULOE attach ation of granted)
State	Yes	No	Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL	Х		200,000,000	0	0	0	0		X
AK									
AZ	4								
AR									
CA	Х		200,000,000	9	9,253,366	0	0	:	x
со	Х		200,000,000	7	11,175,792				-
СТ	Х		200,000,000	5	5,294,346	0	0		X
DE	Х		200,000,000	1	668,512	0	0		X
DC									
FL	Х		200,000,000	3	1,604,222	0	0		х
GA									
HI	· · · · · · · · · · · · · · · · · · ·							:	
ID									
IL.									
IN	Х		200,000,000	1	645,886	0	0		X
IA	Х		200,000,000	11	750,000	0	0		X
KS									
KY									
LA									
ME									
MD	Х		200,000,000	0	0	0	0		X
MA	Х		200,000,000	3	2,617,393	0	0		X
MI		 							
MN									
MS									
МО					7 of 9				

APPENDIX

1	Intend to non-ad investors (Part B	to sell ccredited in State	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				amount pu		Type of investor and amount purchased in State		5 Disquali under Sta (if yes, explanatior granted) (Pa	fication te ULOE attach of waiver
State	Yes	No	Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No				
MT													
NE													
NV	Х		200,000,000	0	0	0	0		х				
NH													
NJ	Х		200,000,000	39	114,375,804	0	0		х				
NM	Х		200,000,000	1	816,135	0	0		х				
NY	Х		200,000,000	11	15,823,792	0	0		х				
NC	Х		200,000,000	1	573,541	0	0		X				
ND				Branch Branch									
ОН													
ок													
OR													
PA	Х		200,000,000	8	9,627,921	0	0		х				
RI		ļ 											
sc													
SD	Х		200,000,000	1	5,169,725	0	0		х				
TN								÷					
TX	Х		200,000,000	1	439,018	0	0		X				
UT													
VΤ							·						
VA													
WA													
wv	· · ·												
WI													
WY													
PR													

EXHIBIT A

Lucas Energy Total Return Partners, LP ("Partnership") is a limited partnership, which will focus on investments in energy related royalty trusts and other yield oriented securities. The Partnership is authorized to invest and trade in a wide variety of securities and financial instruments, domestic and foreign, of all kinds and descriptions, whether publicly traded or privately placed, including but not limited to U.S. and Canadian royalty trusts; interests in other types of income trusts; power and pipeline projects and related vehicles; shares of beneficial interest in REITs and other vehicles; closed-end bond funds and other vehicles structured as income funds; common and preferred stocks; bonds and other debt securities; convertible securities; limited partnership interests, including master limited partnership interests; mutual fund shares; options; warrants; commodities; futures contracts; currencies (including forward contracts thereon); derivative instruments of all types; monetary The Partnership's minimum investment amount is \$1,000,000, instruments; and cash and cash equivalents. although the General Partner has discretion to accept lesser amounts. The interests will be continuously offered in the sole discretion of the general partner of the Partnership, Lucas Energy, LLC. Although there is no maximum or minimum aggregate amount of limited partnership interests which may be sold in this continuous offering, we have inserted the figure of \$200,000,000 in Part C(1) of Form D as a reasonable estimate of the aggregate offering price of such limited partnership interests.